

FCC/MELLON JAN 17 2006

WC 06-24

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street, NW Suite 300			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME U.S. Link, Inc.			
(14) STREET ADDRESS LINE NO. 1 525 Junction Road, Suite 6000			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Madison		(17) STATE WI	(18) ZIP CODE 53717
(19) DAYTIME TELEPHONE NUMBER (include area code) 608-664-4117		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0002631166			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>TROY F. TANNER</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Troy F. Tanner</u>		DATE <u>1/17/06</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE <u>Troy F. Tanner</u>		DATE <u>1/17/06</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

SWIDLER BERLIN^{LLP}

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January 17, 2006

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of U.S. Link, Inc. and Integra Telecom Holdings, Inc. for Section 214
Authority to Assign Assets Between Domestic and International Carriers

Dear Ms. Dortch:

On behalf of U.S. Link, Inc. ("U.S. Link"), enclosed please find an original and six (6) copies of an application for Section 214 authority to exchange assets between domestic and international carriers U.S. Link and Integra Telecom Holdings, Inc. and their operating subsidiaries.

Also enclosed is a completed Fee Remittance Form 159 containing a valid American Express credit card number and expiration date for payment, in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international section 214 assignment of license application and domestic section 214 assignment application ("Combined Application"). Applicants have filed the Combined Application with the International Bureau through the MyIBFS Filing System.

SWIDLER BERLIN_{LLP}

Ms. Marlene H. Dortch, Secretary
January 17, 2006
Page 2

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Richard M. Rindler
Troy F. Tanner

Counsel for U.S. Link, Inc.

Enclosures

cc (via email):

William Dever (WCB)
Tracey Wilson (WCB)
George S. Li (IB)
Susan O'Connell (IB)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)	
)	
U.S. LINK, INC.)	ITC-ASG-2006_____
)	
and)	WC Docket No. 06-_____
)	
INTEGRA TELECOM HOLDINGS, INC.)	
)	
And Their Operating Subsidiaries,)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of)	
of 1934 and Section 63.04 and 63.18 of the)	
Commission's Rules to Complete an)	
Assignment of Assets Between)	
Domestic and International Carriers)	
)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

U.S. Link, Inc. ("U.S. Link") and Integra Telecom Holdings, Inc. and its operating subsidiaries ("Integra") (collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request authority to assign certain customer accounts and assets of U.S. Link to Integra, and the mutual exchange of certain customer accounts and related assets located in Duluth, Minnesota and Fargo, North Dakota, as more fully described below. The Applicants are not assigning or transferring control of their specific international Section 214 authorizations, and will retain them post-closing in order to continue operating their respective telecommunications businesses.

However, the Applicants are filing this application as a joint international and domestic Section 214 assignment/transfer of control application because certain customers being exchanged between U.S. Link and Integra do receive domestic and international services from either U.S. Link or Integra, and post-closing are expected to continue to receive such services from the other company to which they have been transferred.

B. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) and (iii) because, immediately following the transactions, (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; and (2) in the communities being affected by this exchange of assets, neither the Applicants nor their Affiliates are dominant with respect to any service;¹ and (3) to the extent U.S. Link's affiliates are incumbent local exchange carriers in other markets, these affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and there are no overlapping or adjacent service areas with Integra being created by this exchange of assets. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

¹ U.S. Link is affiliated with TDS Telecom, which is an incumbent local exchange carrier serving more than 725,000 access line equivalents in 28 states, but not in the areas covered by this Application.

In support of this Application, Applicants provide the following information:

II. THE APPLICANTS

A) U.S. Link, Inc. ("U.S. Link")

U.S. Link, part of the TDS family of telecommunications companies, is a competitive local telecommunications provider established in 1997 that serves key markets in Minnesota and North Dakota. Telephone and Data Systems, Inc. ("TDS"), a Fortune 500 company, is a Chicago-based telecommunications corporation founded in 1969 with established local wireline and wireless businesses and rapidly growing competitive local phone service operations. Through its strategic business units and business unit divisions, TDS Telecommunications Corporation ("TDS Telecom") and United States Cellular Corporation ("U. S. Cellular"), TDS provides service to customers in rural and suburban markets around the country. The company employs more than 11,000 people and serves more than six million local telephone and wireless customers in 35 states. In the case of U.S. Link, U.S. Link provides its domestic interstate services pursuant to blanket domestic Section 214 authority, and provides international resale services pursuant to its international Section 214 authorization granted in FCC File No. ITC-214-19920221-00114.

B) Integra Telecom Holdings, Inc. ("Integra") and Its Operating Subsidiaries

Through several operating subsidiaries, Integra provides local telephone service, long distance and international calling, and high-speed Internet access to small and mid-sized businesses. Integra's subsidiaries hold Competitive Local Exchange Carrier licenses to operate as facilities-based providers in Minnesota, North Dakota, Oregon, Utah, Washington and Wisconsin (resale only). Integra serves over 255,000 access lines across its operating area. For purposes of this transaction, Integra's subsidiaries Integra Telecom of Minnesota, Inc. and

Integra Telecom of North Dakota, Inc. provide domestic services in Minnesota and North Dakota, respectively, pursuant to blanket domestic Section 214 authority, and provide international services pursuant to their parent's international Section 214 authorization granted in FCC File No. ITC-214-19970820-00500.²

III. DESCRIPTION OF THE TRANSACTIONS (Answer to Question 13)

Applicants propose to complete the following exchange of assets ("Exchange Transaction"). U.S. Link will assign to Integra the customer access lines and certain described assets located in U.S. Link's Fargo, North Dakota and West Fargo, North Dakota collocation sites. In exchange, Integra will assign its customer access lines located in the Duluth, Melrose, Hemlock, and Calumet, Minnesota wire centers (collectively, the "Duluth, MN Wire Centers") and any lines in other wire centers associated with such customer accounts, all assets located in the Duluth, MN Wire Centers. The assets which are excluded from the Exchange Transaction are the customer lines located in the wire centers that are being exited provided such customer's principal business location is outside the Duluth, MN or Fargo, ND area and such customer operates a satellite location in the Duluth, MN or Fargo, ND area. Further assets excluded are U.S. Link customers who are long distance only and /or dial up Internet only and are located in the wire centers U.S. Link is exiting.

In addition, pursuant to a related "Asset Purchase Agreement," U.S. Link will sell, assign, transfer and deliver to Integra certain customer access lines in Fergus Falls, Little Falls, and Nisswa, Minnesota, and Grand Forks, North Dakota. The Exchange Transaction and the transactions covered by the Asset Purchase Agreement (collectively hereafter, "the Transactions") are subject to the receipt of all required regulatory approvals, including the approval of the Commission. Upon completion of the Commission's approval and other approvals of the

² See Public Notice dated May 4, 2000, DA No. 00-991 (Report No. TEL-00225).

Transactions, both Integra and U.S. Link will continue to serve their other pre-existing customers in addition to the new customers acquired from the Transactions. All of the affected customers from the Transactions will receive notice in compliance with the Commission's rules.³

IV. PUBLIC INTEREST STATEMENT

The Transactions described above serve the public interest because they will enhance the ability of U.S. Link and Integra to provide high quality telecommunications services in their respective service areas which should invigorate competition and thereby benefit consumers of interstate and international telecommunications services. Customers of U.S. Link and Integra are expected to continue to receive high quality telecommunications services and customer care. The Transactions are anticipated to be accomplished in a seamless manner.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed Transactions as soon as possible in order to ensure that Applicants can rapidly obtain the benefits of the proposed Transactions. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a) through (d), and (h) through (p) for both U.S. Link and Integra because each will be an assignee/transferee as to some of the subject assets.

(a) Name, address and telephone number of each Applicant:

³ The Applicants will file the required certification of compliance with Section 64.1120 under separate cover.

U.S. Link:

U.S. Link, Inc. **FRN: 0002631166**
525 Junction Road, Suite 6000
Madison, Wisconsin 53717
(608) 664-4117 (Tel)

Integra:

Integra Telecom Holdings, Inc. **FRN: 0004257010**
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
Telephone: (503) 453-8000

Integra Telecom of Minnesota, Inc. **FRN: 0005069760**
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
Telephone: (503) 453-8000

Integra Telecom of North Dakota, Inc. **FRN: 0005071014**
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
Telephone: (503) 453-8000

(b) Jurisdiction of Organizations:

U.S. Link:

U.S. Link is a corporation formed under the laws of the State of Minnesota.

Integra:

Integra Telecom Holdings, Inc. is a corporation formed under the laws of the State of Oregon.

Integra Telecom of Minnesota, Inc. is a corporation formed under the laws of the State of Minnesota.

Integra Telecom of North Dakota, Inc. is a corporation formed under the laws of the State of Oregon.

- (c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For U.S. Link:

Peter R. Healy
CLEC Regulatory and Legal Counsel
TDS Metrocom, LLC
525 Junction Road, Suite 6000
Madison, Wisconsin 53717
(608) 664-4117 (Tel)
(608) 663-3030 (Fax)
peter.healy@tdstelecom.com (Email)

with a copy to legal counsel:

Richard M. Rindler, Esq.
Troy F. Tanner, Esq.
Swidler Berlin, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
rmrindler@swidlaw.com (Email)
tftanner@swidlaw.com (Email)

For Integra

Deborah J. Harwood
Vice-President and General Counsel
Integra Telecom Holdings, Inc.
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
(503) 453-8118 (Tel)
(503) 453-8223 (Fax)
deborah.harwood@integratelecom.com (Email)

with a copy to legal counsel:

Michelle W. Cohen, Esq.
Thompson Hine LLP
1920 N Street, NW
Washington, DC 20036
(202) 263-4151 (Tel)
(202) 331-8330 (Fax)
michelle.cohen@thompsonhine.com (Email)

- (d) U.S. Link holds Section 214 authority to provide international resale services pursuant to FCC File No. ITC-214-19920221-00114. Integra Telecom Holdings, Inc. holds Section 214 authority to provide global resale and facilities-based services pursuant to FCC File No. ITC-214-19970820-00500 and Integra Telecom of Minnesota, Inc. and Integra Telecom of North Dakota, Inc. are operating pursuant to that authority pursuant to 47 C.F.R. § 63.21. U.S. Link, Integra Telecom Holdings, Inc., Integra Telecom of Minnesota, Inc., and Integra Telecom of North Dakota, Inc. each hold blanket domestic interstate Section 214 authority.
- (h) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of U.S. Link and Integra:

U.S. Link, Inc.

U.S. Link is a wholly owned subsidiary of TDS Telecommunications Corporation, which in turn is a wholly owned subsidiary of Telephone and Data Systems, Inc. All of these are U.S. companies. Telephone and Data Systems, Inc. is principally engaged in the business of acquiring and operating, as a holding company, telephone, wireless communications, and other companies primarily in the communications industry. The corporate address of TDS Inc. is:

Telephone and Data Systems, Inc.
30 N. LaSalle St.
Chicago, IL 60602

Complete ownership information for TDS is contained in the FCC Form 602 Ownership Disclosure filing made with the Commission on April 11, 2005. For the convenience of the Commission's staff, a copy of the previously filed ownership information is attached as Exhibit A.

No other entity holds a 10% or greater direct or indirect interest in U.S. Link. U.S. Link does not have any interlocking directorates with a foreign carrier.

Integra Telecom Holdings, Inc. and Its Operating Subsidiaries

Integra Telecom of Minnesota, Inc. and Integra Telecom of North Dakota, Inc. are wholly-owned subsidiaries of Integra Telecom Holdings, Inc. Integra Telecom Holdings, Inc. is a wholly-owned subsidiary of Integra Telecom, Inc. The following entities own a 10% or greater direct interest in Integra Telecom, Inc.:

Name: Boston Ventures Limited Partnership V
Address: One Federal St., 23rd Floor
Boston, MA 02110
Citizenship: U.S.
Principal Business: Investments
Ownership %: 40.0%

Name: Nautic Partners LLC (and affiliated entities)
Address: 50 Kennedy Plaza, 12th Floor
Providence, RI 02903
Citizenship: U.S.
Principal Business: Investments
Ownership %: 26.4%

Name: Bank of America Capital Investors, LP
Address: 901 Main St., 64th Floor
Dallas, TX 75206
Citizenship: U.S.
Principal Business: Investments
Ownership %: 21.1%

Further ownership information on the shareholders of Integra Telecom, Inc. is as follows:

Boston Ventures Limited Partnership V ownership greater than 10 percent is held by:

BV V Group Trust ("Group Trust")
c/o Mellon Bank
135 Santilli Highway
AIM 026-0026: E. Tobin
Everett, MA 02149
Citizenship: Massachusetts
Principal Business: Investments
Ownership %: 12.5% of Boston Ventures Limited Partnership V.

The Group Trust is owned greater than 50% by:

California Teacher's Retirement System
7667 Folsom Boulevard
Sacramento, CA 95826
Citizenship: CA incorporated
Principal Business: pension fund

Other ownership greater than 10% in Boston Ventures Limited Partnership V:

New York State Common Retirement Fund
Office of State Comptroller
A.E. Smith Building, 6th Floor
Albany, NY 12236
Citizenship: NY incorporated
Principal business: pension fund
Ownership %: 11.1%

Nautic Partners, LLC (through managed entities), holds a combined approximately 26.4% interest in Integra Telecom, Inc.

The entities holding these ownership interests and their percentage ownership are:

Chisolm Partners III, L.P.	5.28
Fleet Equity Partners VI, L.P.	0.61
Fleet Equity Partners VII, L.P.	5.63
Fleet Growth Resources III, Inc.	13.14
Fleet Venture Resources, Inc.	1.42
Kennedy Plaza Partners	0.31
	<hr/>
	26.39%

Information is as follows:

Chisholm Partners III, L.P.

50 Kennedy Plaza
Providence, RI 02903
A Delaware Limited Partnership
Principal Business: Investing in securities of every kind and the management of such investments.

Fleet Equity Partners VI, L.P.

50 Kennedy Plaza
Providence, RI 02903
A Delaware Limited Partnership
Principal Business: Conducting the business of a Small Business Investment Company ("SBIC") pursuant to and in accordance with the Small Business Investment Act of 1958.

Fleet Equity Partners VII, L.P.

50 Kennedy Plaza
Providence, RI 02903
A Delaware Limited Partnership
Principal Business: Investing in private equity securities and the management of such investments.

Fleet Growth Resources III, Inc.

50 Kennedy Plaza

Providence, RI 02903

A Rhode Island Corporation

Principal Business: Investing in private equity securities and the management of such investments.

Fleet Venture Resources, Inc.

50 Kennedy Plaza

Providence, RI 02903

A Rhode Island Corporation

Principal Business: Conducting the business of a Small Business Investment Company ("SBIC") pursuant to and in accordance with the Small Business Investment Act of 1958.

Kennedy Plaza Partners

50 Kennedy Plaza

Providence, RI 02903

A Rhode Island Partnership

Principal Business: Making venture capital investments and the management of such investments.

Further Ownership Information:

Fleet Growth Resources III, Inc., the greater than 10% owner of this group, is owned by the following:

Fleet Growth Resources III, Inc. is a subsidiary of the Bank of America Corporation (information on Bank of America follows).

Fleet Growth Resources III, Inc., along with Fleet Venture Resources, Inc., is managed by Silverado II, Corp. Silverado II Corp is a corporation owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Gorgi, Michael Gorman, and Riordon Smith.

Information on these managing directors is as follows:

Robert Van Degna

7850 East El Sendero #7

Scottsdale, AZ 85262

Citizenship: United States

Principal Business: Managing Director Nautic Partners, LLC

Habib Y. Gorgi
151 Grotto Avenue
Providence, RI 02906
Citizenship: United States
Principal Business: Managing Director Nautic Partners, LLC

Michael A Gorman
13 Wildlife Drive
Hopkington, MA 01748
Citizenship: United States
Principal Business: Retired

Riordon B. Smith
60 Bow Street
East Greenwich, RI 02818
Citizenship: United States
Principal Business: Managing Director Nautic Partners, LLC

Fleet Equity Partners VI, L.P. and Fleet Equity Partners VII, L.P. are limited partners each with two general partners. They have contractually ceded management authority to Silverado IV, Corp. and Silverado V, Corp. respectively (collectively, "Silverado"). Silverado are corporations owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Georgi, Michael Gorman, and Riordon Smith. Information on these individuals is provided above.

Chisholm Partners III, L.P., is managed by Silverado III, L.P., its general partner. The general partner of Silverado III, L.P. is Silverado III Corp. Silverado III Corp is a corporation owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Georgi, Michael Gorman, and Riordon Smith. Information on these individuals is provided above.

Kennedy Plaza Partners is a Rhode Island partnership. It is an investment vehicle for officer level staff of Nautic Partners.

Banc of America Capital Investors, LP ownership greater than 10% is held by:

BA Equity Investors, Inc.
101 N. Tryon St., 25th Floor
Charlotte, NC 28255
Delaware corporation
Principal business: investments
Ownership: 99.5% limited partnership interests (a .5% GP interest is held by Banc of America Capital Management, L.P., information follows).

Banc of America Capital Management, L.P.
901 Main St. 64th Floor
Dallas, TX 75206
Delaware incorporated
Principal business: investments

BA Equity Investors, Inc. is 100% owned by:

Banc of America Corporation
100 North Tryon Street
Charlotte, NC 28255
State of Incorporation: Delaware
Principal business: banking, financial services
No single individual or entity owns more than 10% in Banc of America Corporation.

No other entity holds a 10% or greater direct or indirect interest in Integra. Integra does not have any interlocking directorates with a foreign carrier.

- (i) (Answer to Question 14) Applicants certify that none of Applicants is a foreign carrier or affiliated with a foreign carrier.
- (j) (Answer to Question 15) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transactions is set forth in **Section III.** above.
- (a)(7) U.S. Link provides competitive local, long distance and international telecommunications services in Minnesota and North Dakota. All of the services provided by U.S. Link are competitive in nature and U.S. Link does not hold a dominant position in any market. U.S. Link is affiliated with TDS Telecom, which provides local, long distance and international telecommunications services to rural and suburban communities in 30 states. TDS Telecom's ILEC serves more than 725,000 access line equivalents in the following 28 states: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Indiana, Kentucky, Maine, Michigan, Minnesota, Mississippi, Missouri, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Vermont, Virginia, Washington, and Wisconsin. TDS Telecom's CLEC operates under the brand name TDS Metrocom and serves more than 426,000 access line equivalents in North Dakota, Minnesota, Wisconsin, Illinois and Michigan.

Integra's telecommunications services are provided through several operating subsidiaries. Integra provides competitive local, long distance and international services in Minnesota, North Dakota, Oregon, Utah, Washington and Wisconsin. All of the services provided by Integra and its subsidiaries are competitive in nature and none of them hold a dominant position in any market.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed Transactions) and; (3) none of the Applicants or their Affiliates are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the Transactions described herein.
- (a)(10) Prompt completion of the proposed Transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV.** above.

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VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to consummate the proposed Transactions as soon as possible.

Respectfully submitted,



Michelle W. Cohen, Esq.
Thompson Hine LLP
1920 N Street, NW
Washington, DC 20036
(202) 263-4151 (Tel)
(202) 331-8330 (Fax)
michelle.cohen@thompsonhine.com (Email)

Counsel for Integra Telecom Holdings, Inc.
and its subsidiaries Integra Telecom of
Minnesota, Inc. and Integra Telecom of
North Dakota, Inc.



Richard M. Rindler
Troy F. Tanner
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3000 K Street, Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
rmrindler@swidlaw.com (Email)
tftanner@swidlaw.com (Email)

Counsel for U.S. Link, Inc.

Dated: January 17, 2006

Exhibit A

TDS Ownership Information

**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate
Submitted
04/11/2005 at 2:45 PM
File Number:
0002120453

Filing Type

1a) ☒ Current Filing

☐ Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? ☐ Yes ☒ No

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

Filer Information

2) First Name (if individual):

MI:

Last Name:

Suffix:

3) Filer Name (if entity):

TELEPHONE AND DATA SYSTEMS, INC.

4) FCC Registration Number (FRN):

4943528

5) Contact Information

Name and Address:

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PO BOX
2099 Pennsylvania Avenue, N.W. #100
Washington, DC 200066801

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202-862-5989

Fax Number:

202-955-5564

E-mail Address:

peter.connolly@hklaw.com

Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
AFFILIATE FUND	Telecommunications	0007344088	100.00
Amelia Telephone Corporation	Telecommunications	0002073526	100.00
Arcadia Telephone Company	Telecommunications	0002926772	93.70
Arizona Telephone Company	Telecommunications	0001602663	100.00
Arvig Telephone Company	Telecommunications	0002650240	100.00
Asotin Telephone Company	Telecommunications	0001582485	100.00
Badger Telecom, LLC	Telecommunications	0002723559	100.00
Bangor Cellular Telephone, L.P.	Telecommunications	0002839298	79.48
Barnardsville Telephone Company	Telecommunications	0003766714	100.00
Black Earth Telephone Company, LLC	Telecommunications	0003766730	100.00
Blue Ridge Telephone Company	Telecommunications	0001855261	100.00
Bonduel Telephone Company	Telecommunications	0003726940	99.88

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
Bridge Water Telephone Company	Telecommunications	0002641181	100.00
Burlington, Brighton & Wheatland Telephone Company	Telecommunications	0003766763	99.86
Butler Telephone Company, Inc.	Telecommunications	0001754332	100.00
Calhoun City Telephone Company, Inc.	Telecommunications	0001743525	100.00
California Rural Service Area #1, Inc.	Telecommunications	0002703700	81.80
Camden Telephone & Telegraph Company, Inc.	Telecommunications	0001855881	100.00
Camden Telephone Company, Inc.	Telecommunications	0003770534	100.00
CARROLL WIRELESS, LP	Telecommunications	0012184834	73.62
Cedar Rapids Cellular Telephone, L.P.	Telecommunications	0002839777	78.88
Cellvest, Inc.	Telecommunications	0007291693	81.80
Central Cellular Telephones Ltd.	Telecommunications	0007292592	81.80
Central State Telephone Company, LLC	Telecommunications	0002723690	100.00
Champlain Cellular, Inc.	Telecommunications	0007292683	81.80
Charlottesville Cellular Partnership	Telecommunications	0003575685	78.01
Chatham Telephone Company	Telecommunications	0002773307	100.00
Chorus Networks, LLC	Telecommunications	0004798856	100.00
Cleveland County Telephone Company, Inc.	Telecommunications	0001731611	100.00
Cobbosseecontee Telephone Company	Telecommunications	0005097910	100.00
Communication Corporation of Michigan	Telecommunications	0002881373	100.00
Communications Corporation of Indiana	Telecommunications	0002851251	100.00
Communications Corporation of Southern Indiana	Telecommunications	0003770591	100.00
Community Cellular Telephone Company	Telecommunications	0007292261	50.19
COMMVEST, Inc.	Telecommunications	0007345739	100.00
Concord Telephone Exchange, Inc.	Telecommunications	0001774272	100.00
Continental Telephone Company	Telecommunications	0002926483	100.00
Crown Point Cellular, Inc.	Telecommunications	0007292709	81.80

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Davenport Cellular Telephone Company	Telecommunications	0001702190	79.65
Davenport Cellular Telephone Company, Inc.	Telecommunications	0007292717	81.80
Decatur Telephone Company	Telecommunications	0003766789	100.00
Delta County Tele-Comm, Inc.	Telecommunications	0001617281	100.00
Deposit Telephone Company	Telecommunications	0003766805	100.00
Dickeyville Telephone, LLC	Telecommunications	0003784170	100.00
DTC-NYSINET	Telecommunications	0008151870	100.00
Dubuque Cellular Telephone, L.P.	Telecommunications	0002839272	79.80
Eastcoast Telecom, Inc.	Telecommunications	0003766862	99.83
Eastern North Carolina Cellular Joint Venture	Telecommunications	0007298953	81.80
Edwards Telephone Company, Inc.	Telecommunications	0003766896	100.00
Farmers Cellular Telephone Company, Inc.	Telecommunications	0002576528	40.08
Farmers Mutual Cellular Telephone Company, Inc.	Telecommunications	0007291958	40.08
FLORIDA RSA #8 LLC	Telecommunications	0008710014	81.80
Grantland Telecom, Inc.	Telecommunications	0003925385	98.47
Gray Butte Joint Venture	Telecommunications	0007292782	81.80
Green Bay Celltelco	Telecommunications	0001581503	81.80
Hampden Telephone Company	Telecommunications	0003687357	100.00
Happy Valley Telephone Company	Telecommunications	0001546720	100.00
Hardy Cellular Telephone Company	Telecommunications	0003012689	81.80
Hartland & St. Albans Telephone Company	Telecommunications	0003687332	100.00
Hollis Telephone Company, Inc.	Telecommunications	0004329496	100.00
Home Telephone Company [OR]	Telecommunications	0003727054	100.00
Home Telephone Company of Pittsboro, Inc.	Telecommunications	0003766920	100.00
Home Telephone Company, Inc. [IN]	Telecommunications	0003727039	100.00
Hornitos Telephone Company	Telecommunications	0003766961	100.00

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Humphrey County Cellular, Inc.	Telecommunications	0007291941	81.80
Humphrey's County Telephone Company	Telecommunications	0003766995	100.00
Indiana RSA #4, Inc.	Telecommunications	0004970240	81.80
Indiana RSA #5, Inc.	Telecommunications	0007305113	81.80
Indiana RSA No. 4 Limited Partnership	Telecommunications	0002880649	84.40
Indiana RSA No. 5 Limited Partnership	Telecommunications	0002880623	60.60
Iowa 13, Inc.	Telecommunications	0002705168	81.80
Iowa RSA #12, Inc.	Telecommunications	0007291974	81.80
Iowa RSA #3, Inc.	Telecommunications	0007291966	81.80
Iowa RSA #9, Inc.	Telecommunications	0007292196	81.80
Iowa RSA No. 12 Limited Partnership	Telecommunications	0002842177	20.04
Iowa RSA No. 9 Limited Partnership	Telecommunications	0002842425	14.05
Island Telephone Company	Telecommunications	0004811162	100.00
JACKSON SQUARE PCS, INC.	Telecommunications	0008107823	81.80
Jackson Square Wireless, L.P.	Telecommunications	0006583884	81.80
Jacksonville Cellular Partnership	Telecommunications	0007291883	79.81
Jacksonville Cellular Telephone Company	Telecommunications	0001944268	79.81
Jefferson Cellular Telephone Company, Inc.	Telecommunications	0007291982	40.08
Kansas #15 Limited Partnership	Telecommunications	0002931079	61.35
Kansas RSA #15, Inc.	Telecommunications	0005029749	81.80
Kearsarge Telephone Company	Telecommunications	0003665518	100.00
Kenosha Cellular Telephone, L.P.	Telecommunications	0002703155	81.25
Lacrosse Cellular Telephone Company, Inc.	Telecommunications	0004375325	78.94
Leslie County Telephone Company	Telecommunications	0003767043	100.00
Lewis River Telephone Company, Inc.	Telecommunications	0001581628	100.00
Lewisport Telephone Company, Inc.	Telecommunications	0003767134	100.00